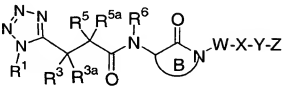
What is claimed is:

1. A compound of Formula (I):



(I)

or a pharmaceutically acceptable salt or prodrug thereof, wherein:

R^1 is H,
C_1-C_6 alkyl optionally substituted with 0-2 R^{2a};
C_2-C_6 alkenyl optionally substituted with 0-2 R^{2a}; or
C_2-C_6 alkynyl optionally substituted with 0-2 R^{2a};

R^{2a}, at each occurrence, is independently selected from
H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3,
acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, C_1-C_4 alkyl,
C_1-C_4 alkoxy, C_1-C_4 haloalkyl, C_1-C_4 haloalkoxy,
C_1-C_4 haloalkyl-S-;
phenyl substituted with 0-3 R^{2b};
C_3-C_6 cycloalkyl substituted with 0-3 R^{2b}; and
5 to 7 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 7 membered heterocycle is substituted with 0-3 R^{2b};

R^{2b}, at each occurrence, is independently selected from
H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3,
acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, C_1-C_4 alkyl,

C_1-C_4 alkoxy, C_1-C_4 haloalkyl, C_1-C_4 haloalkoxy, and
C_1-C_4 haloalkyl-S-;

R^3 is H, NH_2, $NR^{25}R^{26}$,
C_1-C_6 alkyl substituted with 0-3 R^4;
C_2-C_6 alkenyl substituted with 0-3 R^4; or
C_2-C_6 alkynyl substituted with 0-3 R^4;

R^{3a} is H, C_1-C_6 alkyl, or C_2-C_6 alkenyl;

alternatively, R^3 and R^{3a} are combined to form a 3-6 membered carbocyclic group selected from cyclopropyl, cyclobutyl, cyclopentyl, cyclopentenyl, cyclohexyl, and cyclohexenyl; wherein said 3-6 membered carbocyclic group is substituted with 0-2 R^4;

additionally, two R^4 substituents on adjacent atoms may be combined to form a benzo fused radical; wherein said benzo fused radical is substituted with 0-4 R^{23};

additionally, two R^4 substituents on adjacent atoms may be combined to form a 5 to 6 membered heteroaryl fused radical, wherein said 5 to 6 membered heteroaryl fused radical comprises 1 or 2 heteroatoms selected from N, O, and S; wherein said 5 to 6 membered heteroaryl fused radical is substituted with 0-3 R^{23};

additionally, two R^4 substituents on the same or adjacent carbon atoms may be combined to form a C_3-C_6 carbocyclic group substituted with 0-3 R^{23};

R^4, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, $NR^{15}R^{16}$, C_1-C_4 alkyl, C_2-C_4 alkenyl, C_2-C_4 alkynyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl, C_1-C_4 haloalkoxy, and C_1-C_4 haloalkyl-S-, C_3-C_6 carbocycle, aryl, and a 5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur;

R^5 is H;
C_1-C_6 alkyl substituted with 0-2 R^{5b};
C_2-C_6 alkenyl substituted with 0-2 R^{5b};
C_2-C_6 alkynyl substituted with 0-2 R^{5b};
C_3-C_6 carbocycle substituted with 0-3 R^{5c};
phenyl substituted with 0-3 R^{5c}; or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{5c};

R^{5a} is H, C_1-C_4 alkyl, or C_2-C_4 alkenyl;

alternatively, R^5 and R^{5a} may be combined to form a 3-6 membered carbocyclic moiety selected from cyclopropyl, cyclobutyl, cyclopentyl, cyclopentenyl, cyclohexyl, and cyclohexenyl;

R^{5b}, at each occurrence, is independently selected from:
H, C_1-C_6 alkyl, CF_3, OR^{14}, Cl, F, Br, I, =O, CN, NO_2, $NR^{15}R^{16}$;
C_3-C_6 carbocycle substituted with 0-3 R^{5c};
phenyl substituted with 0-3 R^{5c}; or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{5c};

R^{5c}, at each occurrence, is independently selected from
H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, C_1-C_4 alkyl, C_1-C_3 alkoxy, C_1-C_3 haloalkyl, C_1-C_3 haloalkoxy, and
C_1-C_3 haloalkyl-S-;

R^6 is H or C_1-C_6 alkyl;

Ring B is a 7 membered lactam,
wherein the lactam is saturated, partially saturated or unsaturated;
wherein each additional lactam carbon is substituted with 0-2 R^{11}; and,
optionally, the lactam contains an additional heteroatom selected from -O-, -S-, -S(=O)-, -$S(=O)_2$-, -N=, -NH-, and -$N(R^{10})$-;

additionally, two R^{11} substituents on adjacent atoms may be combined to form a benzo fused radical; wherein said benzo fused radical is substituted with 0-4 R^{13};

additionally, two R^{11} substituents on adjacent atoms may be combined to form a 5 to 6 membered heteroaryl fused radical, wherein said 5 to 6 membered heteroaryl fused radical comprises 1 or 2 heteroatoms selected from N, O, and S; wherein said 5 to 6 membered heteroaryl fused radical is substituted with 0-3 R^{13};

additionally, two R^{11} substituents on the same or adjacent carbon atoms may be combined to form a C_3-C_6 carbocyclic radical substituted with 0-3 R^{13};

R^{10} is H, $C(=O)R^{17}$, $C(=O)OR^{17}$, $C(=O)NR^{18}R^{19}$, $S(=O)_2NR^{18}R^{19}$, $S(=O)_2R^{17}$;
C_1-C_6 alkyl optionally substituted with 0-3 R^{10a};
C_6-C_{10} aryl substituted with 0-4 R^{10b};
C_3-C_{10} carbocycle substituted with 0-3 R^{10b}; or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{10b};

R^{10a}, at each occurrence, is independently selected from
H, C_1-C_6 alkyl, OR^{14}, Cl, F, Br, I, =O, CN, NO_2, $NR^{15}R^{16}$, CF_3,
phenyl substituted with 0-3 R^{10b};
C_3-C_7 cycloalkyl substituted with 0-3 R^{10b}; and
5 to 7 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 7 membered heterocycle is substituted with 0-3 R^{10b};

R^{10b}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl, C_1-C_4 haloalkoxy, and C_1-C_4 haloalkyl-S-;

R^{11}, at each occurrence, is independently selected from

H, C_1-C_4 alkoxy, Cl, F, Br, I, CN, NO_2, $NR^{18}R^{19}$, $C(=O)R^{17}$, $C(=O)OR^{17}$, $C(=O)NR^{18}R^{19}$, $S(=O)_2NR^{18}R^{19}$, CF_3;

C_1-C_6 alkyl optionally substituted with 0-3 R^{11a};

C_6-C_{10} aryl substituted with 0-3 R^{11b};

C_3-C_{10} carbocycle substituted with 0-3 R^{11b}; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{11b};

R^{11a}, at each occurrence, is independently selected from

H, C_1-C_6 alkyl, OR^{14}, Cl, F, Br, I, =O, CN, NO_2, $NR^{15}R^{16}$, CF_3;

phenyl substituted with 0-3 R^{11b};

C_3-C_7 cycloalkyl substituted with 0-3 R^{11b}; and

5 to 7 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 7 membered heterocycle is substituted with 0-3 R^{11b};

R^{11b}, at each occurrence, is independently selected from

H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl, C_1-C_4 haloalkoxy, and

C_1-C_4 haloalkyl-S-;

W is a bond, $-CH_2-$, $-CH_2CH_2-$;

X is a bond, -phenyl-, -pyridyl-, -cyclohexyl-, or -piperidinyl-;

Y is a bond, -C(=O)-, -O-, -S-, -S(=O)-, -S(=O)$_2$-, -NH-, -N(CH_3)-, or -N(CH_2CH_3)-;

Z is H;

C_1-C_8 alkyl substituted with 0-3 R^{12a};

C_2-C_6 alkenyl substituted with 0-3 R^{12a};

C_2-C_6 alkynyl substituted with 0-3 R^{12a};

C_6-C_{10} aryl substituted with 0-4 R^{12b};

C_3-C_{10} carbocycle substituted with 0-4 R^{12b}; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{12b};

R^{12a}, at each occurrence, is independently selected from

H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, -C(=O)$NR^{15}R^{16}$, CF_3, acetyl, SCH_3, S(=O)CH_3, S(=O)$_2CH_3$,

C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl, C_1-C_4 haloalkoxy, C_1-C_4 haloalkyl-S-,

C_6-C_{10} aryl substituted with 0-4 R^{12b};

C_3-C_{10} carbocycle substituted with 0-4 R^{12b}; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{12b};

R^{12b}, at each occurrence, is independently selected from

H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, S(=O)CH_3, S(=O)$_2CH_3$, C_3-C_6 cycloalkyl,

C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl,

C_1-C_4 haloalkoxy, C_1-C_4 haloalkyl-S, and aryl substituted with 0-3 R^{12c};

R^{12c}, at each occurrence, is independently selected from H, methyl, ethyl, propyl, methoxy, ethoxy, amino, hydroxy, Cl, F, Br, I, CF_3, SCH_3, $S(O)CH_3$, SO_2CH_3, $-N(CH_3)_2$, $N(CH_3)H$, CN, NO_2, OCF_3, $C(=O)CH_3$, CO_2H, CO_2CH_3, and C_1-C_3 haloalkyl;

R^{13}, at each occurrence, is independently selected from H, OH, C_1-C_6 alkyl, C_1-C_4 alkoxy, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, and CF_3;

R^{14} is H, phenyl, benzyl, C_1-C_6 alkyl, C_2-C_6 alkoxyalkyl, or C_3-C_6 cycloalkyl;

R^{15}, at each occurrence, is independently selected from H, and C_1-C_6 alkyl;

R^{16}, at each occurrence, is independently selected from H, C_1-C_6 alkyl, benzyl, phenethyl, (C_1-C_6 alkyl)-C(=O)-, and (C_1-C_6 alkyl)-$S(=O)_2$-;

R^{17} is H, C_1-C_6 alkyl, C_2-C_6 alkoxyalkyl, aryl substituted by 0-4 R^{17a}, or $-CH_2$-aryl substituted by 0-4 R^{17a};

R^{17a} is H, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, -OH, F, Cl, Br, I, CF_3, OCF_3, SCH_3, $S(O)CH_3$, SO_2CH_3, $-NH_2$, $-N(CH_3)_2$, or C_1-C_4 haloalkyl;

R^{18}, at each occurrence, is independently selected from
H, C_1-C_6 alkyl, phenyl, benzyl, phenethyl, (C_1-C_6 alkyl)-C(=O)-, and (C_1-C_6 alkyl)-$S(=O)_2$-;

R^{19}, at each occurrence, is independently selected from
H, OH, C_1-C_6 alkyl, phenyl, benzyl, phenethyl, (C_1-C_6 alkyl)-C(=O)-, and (C_1-C_6 alkyl)-$S(=O)_2$-;

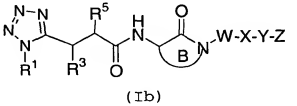
additionally, R^{18} and R^{19}, when substituents on the same atom, may be combined to form a 5 to 7 membered nitrogen containing heterocyclic ring;

R^{23}, at each occurrence, is independently selected from
H, OH, C_1-C_6 alkyl, C_1-C_4 alkoxy, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, and CF_3;

R^{25}, at each occurrence, is independently selected from H, and C_1-C_6 alkyl; and

R^{26}, at each occurrence, is independently selected from
H, C_1-C_6 alkyl, C_3-C_4 alkenyl, C_3-C_4 alkynyl, (C_1-C_6 alkyl)-C(=O)-, (C_1-C_6 alkyl)-$S(=O)_2$-, aryl(C_1-C_4 alkyl)-, C_3-C_6 cycloalkyl, and C_3-C_6 cycloalkyl(C_1-C_4 alkyl)-.

2. A compound, according to Claim 1, of Formula (Ib):



(Ib)

or a pharmaceutically acceptable salt or prodrug thereof,

wherein:

R^1 is H,
C_1-C_6 alkyl optionally substituted with 0-1 R^{2a};
C_2-C_6 alkenyl optionally substituted with 0-1 R^{2a};
or
C_2-C_6 alkynyl optionally substituted with 0-1 R^{2a};

R^{2a}, at each occurrence, is independently selected from
H, OH, Cl, F, Br, CN, NO_2, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, methyl, ethyl, methoxy, ethoxy,
$-OCF_3$, $-SCF_3$;
phenyl substituted with 0-3 R^{2b};
C_3-C_6 cycloalkyl substituted with 0-3 R^{2b}; and
5 to 7 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 7 membered heterocycle is substituted with 0-3 R^{2b};

R^{2b}, at each occurrence, is independently selected from
H, OH, Cl, F, Br, CN, NO_2, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, methyl, ethyl, methoxy, ethoxy, $-OCF_3$, and $-SCF_3$;

R^3 is H, NH_2, C_1-C_5 alkyl, C_2-C_5 alkenyl, C_2-C_5 alkynyl, (aryl)C_1-C_4 alkyl-, or (C_3-C_6 cycloalkyl)C_1-C_4 alkyl-;

R^5 is H;

C_1-C_4 alkyl substituted with 0-1 R^{5b};

C_2-C_4 alkenyl substituted with 0-1 R^{5b}; or

C_2-C_4 alkynyl substituted with 0-1 R^{5b};

R^{5b}, at each occurrence, is independently selected from:

H, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, CF_3, Cl, F, Br, I, =O;

C_3-C_6 carbocycle substituted with 0-3 R^{5c};

phenyl substituted with 0-3 R^{5c}; or

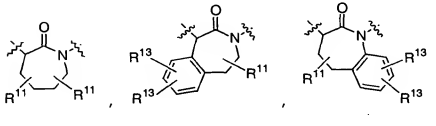
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{5c};

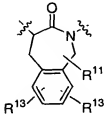
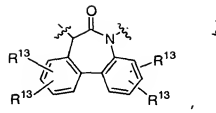
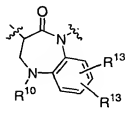
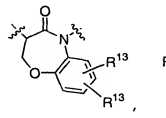
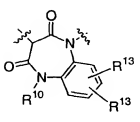
wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{5c}, at each occurrence, is independently selected from

H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, methyl, ethyl, propyl, methoxy, ethoxy, and $-OCF_3$;

Ring B is selected from:



R^{10} is H, C(=O)R^{17}, C(=O)OR^{17}, C(=O)N$R^{18}R^{19}$, S(=O)$_2$N$R^{18}R^{19}$, S(=O)$_2R^{17}$;

C_1-C_4 alkyl optionally substituted with 0-1 R^{10a};

phenyl substituted with 0-3 R^{10b};

C_3-C_7 carbocycle substituted with 0-3 R^{10b}; and

5 to 7 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 7 membered heterocycle is substituted with 0-3 R^{10b};

R^{10a}, at each occurrence, is independently selected from

H, C_1-C_4 alkyl, OR^{14}, Cl, F, Br, I, =O, CN, NO_2, N$R^{15}R^{16}$, CF_3,

phenyl substituted with 0-3 R^{10b};

C_3-C_7 cycloalkyl substituted with 0-3 R^{10b}; and

5 to 7 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen,

and sulphur, wherein said 5 to 7 membered heterocycle is substituted with 0-3 R^{10b};

R^{10b}, at each occurrence, is independently selected from
H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

R^{11}, at each occurrence, is independently selected from
H, =O, $NR^{18}R^{19}$, CF_3;
C_1-C_4 alkyl optionally substituted with 0-1 R^{11a};
phenyl substituted with 0-3 R^{11b};
C_3-C_7 carbocycle substituted with 0-3 R^{11b}; and
5 to 7 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 7 membered heterocycle is substituted with 0-3 R^{11b};

R^{11a}, at each occurrence, is independently selected from
H, C_1-C_4 alkyl, OR^{14}, F, Cl, =O, $NR^{15}R^{16}$, CF_3,
phenyl substituted with 0-3 R^{11b};
C_3-C_7 cycloalkyl substituted with 0-3 R^{11b}; and
5 to 7 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 7 membered heterocycle is substituted with 0-3 R^{11b};

R^{11b}, at each occurrence, is independently selected from
H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

W is a bond;
X is a bond;
Y is a bond;

Z is H;
C_1-C_6 alkyl substituted with 0-1R^{12a};
C_2-C_6 alkenyl substituted with 0-1 R^{12a}; or
C_2-C_6 alkynyl substituted with 0-1 R^{12a};

R^{12a}, at each occurrence, is independently selected from
H, OH, Cl, F, Br, CN, NO_2, CF_3, methoxy, ethoxy, $-OCF_3$;
phenyl substituted with 0-4 R^{12b};
C_3-C_6 carbocycle substituted with 0-4 R^{12b}; or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{12b};

R^{12b}, at each occurrence, is independently selected from
H, OH, Cl, F, Br, CN, NO_2, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, C_1-C_4 alkyl, C_1-C_3 alkoxy, C_2-C_4 alkenyl, $-OCF_3$, and $-SCF_3$;

R^{13}, at each occurrence, is independently selected from
H, OH, methyl, ethyl, propyl, methoxy, ethoxy, Cl, F, Br, CN, NO_2, $NR^{15}R^{16}$, and CF_3;

R^{14} is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

R^{15}, at each occurrence, is independently selected from
H, and C_1-C_4 alkyl;

R^{16}, at each occurrence, is independently selected from H, C_1-C_4 alkyl, benzyl, phenethyl, (C_1-C_4 alkyl)-C(=O)-, and (C_1-C_4 alkyl)-$S(=O)_2$-;

R^{17} is H, C_1-C_6 alkyl, C_2-C_6 alkoxyalkyl, aryl substituted by 0-4 R^{17a}, or -CH_2-aryl substituted by 0-4 R^{17a};

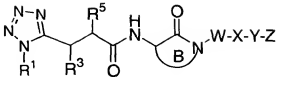
R^{17a} is H, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, -OH, F, Cl, Br, I, CF_3, OCF_3, SCH_3, $S(O)CH_3$, SO_2CH_3, -NH_2, -$N(CH_3)_2$, or C_1-C_4 haloalkyl;

R^{18}, at each occurrence, is independently selected from
H, C_1-C_6 alkyl, phenyl, benzyl, phenethyl, (C_1-C_6 alkyl)-C(=O)-, and (C_1-C_6 alkyl)-$S(=O)_2$-;

R^{19}, at each occurrence, is independently selected from
H, OH, methyl, ethyl, propyl, butyl, phenyl, benzyl, phenethyl; and

additionally, R^{18} and R^{19}, when substituents on the same atom, may be combined to form a 5 to 7 membered nitrogen containing heterocyclic ring.

3. A compound, according to Claim 2, of Formula (Ib):



(Ib)

or a pharmaceutically acceptable salt or prodrug thereof,

wherein:

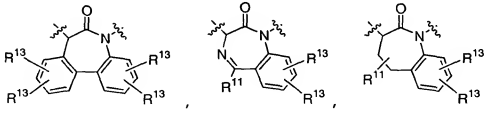
R^1 is C_1-C_6 alkyl, C_2-C_6 alkenyl, or C_2-C_6 alkynyl;

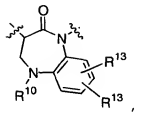
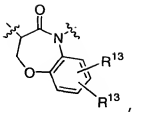
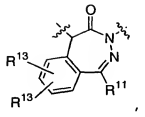
R^3 is H, NH_2, C_1-C_5 alkyl, or C_2-C_5 alkenyl;

R^5 is H;
C_1-C_4 alkyl substituted with 0-1 R^{5b};
C_2-C_4 alkenyl substituted with 0-1 R^{5b}; or
C_2-C_4 alkynyl substituted with 0-1 R^{5b};

R^{5b}, at each occurrence, is independently selected from:
H, methyl, ethyl, propyl, methoxy, ethoxy, cyclopropyl, cyclobutyl, cyclopentyl, cyclopentenyl, cyclohexyl, cyclohexenyl, and phenyl;

Ring B is selected from:

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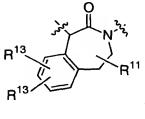

;

R^{10} is H;

C_1-C_4 alkyl optionally substituted with 0-1 R^{10a};

phenyl substituted with 0-3 R^{10b};

C_3-C_7 carbocycle substituted with 0-3 R^{10b}; and

5 to 7 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 7 membered heterocycle is substituted with 0-3 R^{10b}; wherein said 5 to 7 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, pyrrolidinyl, piperazinyl, piperidinyl, homopiperidinyl, pyrazolyl, imidazolyl, imidazolidinyl, oxazolyl, isoxazolyl, morpholinyl, and tetrazolyl;

R^{10a}, at each occurrence, is independently selected from

H, methyl, ethyl, methoxy, phenoxy, F, Cl, $NR^{15}R^{16}$, CF_3;

phenyl substituted with 0-3 R^{10b};

C_3-C_7 cycloalkyl substituted with 0-3 R^{10b}; and

5 to 7 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 7 membered

heterocycle is substituted with 0-3 R^{10b}; wherein said 5 to 7 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, pyrrolidinyl, piperazinyl, piperidinyl, homopiperidinyl, pyrazolyl, imidazolyl, imidazolidinyl, oxazolyl, isoxazolyl, morpholinyl, and tetrazolyl;

R^{10b}, at each occurrence, is independently selected from
H, OH, Cl, F, CF_3, methyl, ethyl, methoxy, and -OCF_3;

R^{11}, at each occurrence, is independently selected from
H, $NR^{18}R^{19}$, CF_3;
C_1-C_4 alkyl optionally substituted with 0-1 R^{11a};
phenyl substituted with 0-3 R^{11b};
C_3-C_7 carbocycle substituted with 0-3 R^{11b}; and
5 to 7 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 7 membered heterocycle is substituted with 0-3 R^{11b}; wherein said 5 to 7 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, pyrrolidinyl, piperazinyl, piperidinyl, homopiperidinyl, pyrazolyl, imidazolyl, imidazolidinyl, oxazolyl, isoxazolyl, morpholinyl, and tetrazolyl;

R^{11a}, at each occurrence, is independently selected from
H, methyl, ethyl, methoxy, phenoxy, F, Cl, CF_3;
phenyl substituted with 0-3 R^{11b};
C_3-C_7 cycloalkyl substituted with 0-3 R^{11b}; and

5 to 7 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 7 membered heterocycle is substituted with 0-3 R^{11b}; wherein said 5 to 7 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, pyrrolidinyl, piperazinyl, piperidinyl, homopiperidinyl, pyrazolyl, imidazolyl, imidazolidinyl, oxazolyl, isoxazolyl, morpholinyl, and tetrazolyl;

R^{11b}, at each occurrence, is independently selected from
H, OH, Cl, F, CF_3, methyl, ethyl, methoxy, and OCF_3;

W is a bond;
X is a bond;
Y is a bond;

Z is H;
C_1-C_6 alkyl substituted with 0-1 R^{12a};
C_2-C_6 alkenyl substituted with 0-1 R^{12a}; or
C_2-C_6 alkynyl substituted with 0-1 R^{12a};

R^{12a}, at each occurrence, is independently selected from
H, OH, Cl, F, CF_3,
phenyl substituted with 0-2 R^{12b};
C_3-C_6 carbocycle substituted with 0-2 R^{12b}; and
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-2 R^{12b};

R^{12b}, at each occurrence, is independently selected from
H, OH, Cl, F, Br, CN, NO_2, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, methyl, ethyl, methoxy, ethoxy, allyl, $-OCF_3$, and $-SCF_3$;

R^{13}, at each occurrence, is independently selected from
H, OH, methyl, ethyl, methoxy, ethoxy, Cl, F, Br, CN, NO_2, $NR^{15}R^{16}$, and CF_3;

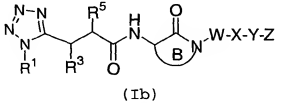
R^{15}, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl;

R^{16}, at each occurrence, is independently selected from
H, methyl, ethyl, propyl, butyl, benzyl, and phenethyl;

R^{18}, at each occurrence, is independently selected from H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl; and

R^{19}, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl.

4. A compound, according to Claim 3, of Formula (Ib):



(Ib)

or a pharmaceutically acceptable salt or prodrug thereof,

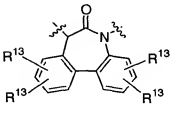
wherein:

R^1 is C_1-C_5 alkyl, C_2-C_5 alkenyl, or C_2-C_5 alkynyl;

R^3 is H, methyl, ethyl, propyl, butyl, pentyl, ethenyl, propenyl, or butenyl;

R^5 is H, C_1-C_5 alkyl; C_2-C_5 alkenyl; C_2-C_5 alkynyl; or (C_3-C_6 cycloalkyl)C_1-C_4 alkyl- ;

Ring B is selected from: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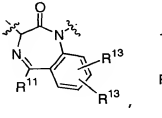
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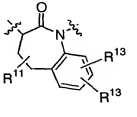
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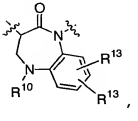
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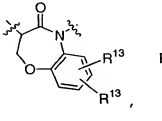
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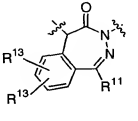
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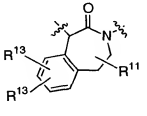

;

R^{10} is H,

C_1-C_4 alkyl optionally substituted with 0-1 R^{10a};

phenyl substituted with 0-1 R^{10b}; or

C_3-C_7 carbocycle substituted with 0-1 R^{10b},
wherein said C_3-C_7 carbocycle is selected from cyclopropyl, cyclobutyl, cyclopentyl, cyclopentenyl, cyclohexyl, cyclohexenyl, and cycloheptyl;

R^{10a}, at each occurrence, is independently selected from
H, methyl, methoxy, F, Cl, CF_3,
phenyl substituted with 0-1 R^{10b}; and
C_3-C_7 cycloalkyl substituted with 0-1 R^{10b},
wherein said C_3-C_7 carbocycle is selected from cyclopropyl, cyclobutyl, cyclopentyl, cyclopentenyl, cyclohexyl, cyclohexenyl, and cycloheptyl;

R^{10b}, at each occurrence, is independently selected from
H, OH, Cl, F, CF_3, methyl, and methoxy;

R^{11}, at each occurrence, is independently selected from
H, $NR^{18}R^{19}$, CF_3;
C_1-C_4 alkyl optionally substituted with 0-1 R^{11a};
phenyl substituted with 0-1 R^{11b}; and
C_3-C_7 carbocycle substituted with 0-1 R^{11b},
wherein said C_3-C_7 carbocycle is selected from cyclopropyl, cyclobutyl, cyclopentyl, cyclopentenyl, cyclohexyl, cyclohexenyl, and cycloheptyl;

R^{11a}, at each occurrence, is independently selected from
H, methyl, methoxy, F, Cl, CF_3,
phenyl substituted with 0-1 R^{11b}; and

C_3-C_7 cycloalkyl substituted with 0-1 R^{11b},
wherein said C_3-C_7 carbocycle is selected from cyclopropyl, cyclobutyl, cyclopentyl, cyclopentenyl, cyclohexyl, cyclohexenyl, and cycloheptyl;

R^{11b}, at each occurrence, is independently selected from
H, OH, Cl, F, CF_3, methyl, and methoxy;

W is a bond;
X is a bond;
Y is a bond;

Z is H;
C_1-C_4 alkyl substituted with 0-1 R^{12a};
C_2-C_4 alkenyl substituted with 0-1 R^{12a}; or
C_2-C_4 alkynyl substituted with 0-1 R^{12a};

R^{12a}, at each occurrence, is independently selected from
phenyl, cyclopropyl, cyclobutyl, cyclopentyl, cyclopentenyl, cyclohexyl, cyclohexenyl, pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, pyrrolidinyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, imidazolidinyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{13}, at each occurrence, is independently selected from
H, OH, methyl, ethyl, methoxy, ethoxy, Cl, F, Br, CN, $NR^{15}R^{16}$, and CF_3;

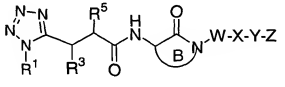
R^{15} is H, methyl, or ethyl;

R^{16} is H, methyl, or ethyl;

R^{18}, at each occurrence, is independently selected from H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl; and

R^{19}, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl.

5. A compound of Formula (Ib) according to Claim 4 wherein:



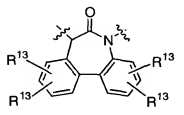
(Ib)

R^1 is $-CH_3$, $-CH_2CH_3$, $-CH_2CH_2CH_3$, $-CH(CH_3)_2$, $-CH_2CH_2CH_2CH_3$, $-CH(CH_3)CH_2CH_3$, $-CH_2CH(CH_3)_2$, or $-CH_2C(CH_3)_3$;

R^3 is H, $-CH_3$, $-CH_2CH_3$, $-CH_2CH_2CH_3$, $-CH(CH_3)_2$, $-CH_2CH_2CH_2CH_3$, $-CH(CH_3)CH_2CH_3$, $-CH_2CH(CH_3)_2$, $-CH_2C(CH_3)_3$, $-CH_2CH=CH_2$, cis-$CH_2CH=CH(CH_3)$, trans-$CH_2CH=CH(CH_3)$, or $-CH_2CH_2CH=CH_2$;

R^5 is $-CH_3$, $-CH_2CH_3$, $-CH_2CH_2CH_3$, $-CH(CH_3)_2$, $-CH_2CH_2CH_2CH_3$, $-CH(CH_3)CH_2CH_3$, $-CH_2CH(CH_3)_2$, $-CH_2C(CH_3)_3$, $-CH_2CH_2CH_2CH_2CH_3$, $-CH(CH_3)CH_2CH_2CH_3$, $-CH_2CH(CH_3)CH_2CH_3$, $-CH_2CH_2CH(CH_3)_2$, $-CH(CH_2CH_3)_2$, cyclopropyl-CH_2-, or cyclobutyl-CH_2-;

Ring B is selected from: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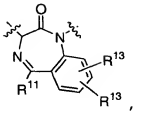
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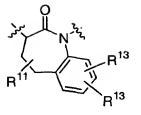
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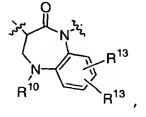
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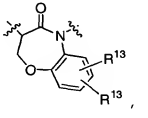
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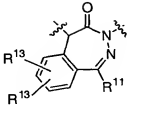
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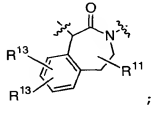

;

W is a bond;
X is a bond;
Y is a bond;

Z is methyl, ethyl, i-propyl, n-propyl, n-butyl, i-butyl, s-butyl, t-butyl, allyl, cyclopropyl-, cyclobutyl-, cyclopentyl-, cyclopropyl-CH_2-, cyclobutyl-CH_2-, or cyclopentyl-CH_2-;

R^{10}, at each occurrence, is independently selected from H, methyl, ethyl, i-propyl, n-propyl, n-butyl, i-butyl, s-butyl, t-butyl, phenyl, benzyl, phenethyl,
4-F-phenyl, (4-F-phenyl)CH_2-, (4-F-phenyl)CH_2CH_2-,
3-F-phenyl, (3-F-phenyl)CH_2-, (3-F-phenyl)CH_2CH_2-,
2-F-phenyl, (2-F-phenyl)CH_2-, (2-F-phenyl)CH_2CH_2-,

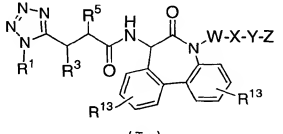
4-Cl-phenyl, (4-Cl-phenyl)CH_2-, (4-Cl-phenyl)CH_2CH_2-,
3-Cl-phenyl, (3-Cl-phenyl)CH_2-, (3-Cl-phenyl)CH_2CH_2-,
4-CH_3-phenyl, (4-CH_3-phenyl)CH_2-, (4-CH_3-phenyl)CH_2CH_2-,
3-CH_3-phenyl, (3-CH_3-phenyl)CH_2-, (3-CH_3-phenyl)CH_2CH_2-,
4-CF_3-phenyl, (4-CF_3-phenyl)CH_2-, (4-CF_3-phenyl)CH_2CH_2-,
cyclopropyl, (cyclopropyl)CH_2-, (cyclopropyl)CH_2CH_2-,
cyclobutyl, (cyclobutyl)CH_2-, (cyclobutyl)CH_2CH_2-,
cyclopentyl, (cyclopentyl)CH_2-, (cyclopentyl)CH_2CH_2-,
cyclohexyl, (cyclohexyl)CH_2-, (cyclohexyl)CH_2CH_2-,

R^{11}, at each occurrence, is independently selected from H, methyl, ethyl, i-propyl, n-propyl, n-butyl, i-butyl, s-butyl, t-butyl, phenyl, benzyl, phenethyl,
4-F-phenyl, (4-F-phenyl)CH_2-, (4-F-phenyl)CH_2CH_2-,
3-F-phenyl, (3-F-phenyl)CH_2-, (3-F-phenyl)CH_2CH_2-,
2-F-phenyl, (2-F-phenyl)CH_2-, (2-F-phenyl)CH_2CH_2-,
4-Cl-phenyl, (4-Cl-phenyl)CH_2-, (4-Cl-phenyl)CH_2CH_2-,
3-Cl-phenyl, (3-Cl-phenyl)CH_2-, (3-Cl-phenyl)CH_2CH_2-,
4-CH_3-phenyl, (4-CH_3-phenyl)CH_2-, (4-CH_3-phenyl)CH_2CH_2-,
3-CH_3-phenyl, (3-CH_3-phenyl)CH_2-, (3-CH_3-phenyl)CH_2CH_2-,
4-CF_3-phenyl, (4-CF_3-phenyl)CH_2-, (4-CF_3-phenyl)CH_2CH_2-,

cyclopropyl, (cyclopropyl)CH_2-,
(cyclopropyl)CH_2CH_2-,
cyclobutyl, (cyclobutyl)CH_2-, (cyclobutyl)CH_2CH_2-,
cyclopentyl, (cyclopentyl)CH_2-,
(cyclopentyl)CH_2CH_2-,
cyclohexyl, (cyclohexyl)CH_2-, (cyclohexyl)CH_2CH_2-,
pyrid-2-yl, pyrid-3-yl, pyrid-4-yl, piperidinyl, or homopiperidinyl; and

R^{13}, at each occurrence, is independently selected from
H, F, Cl, OH, $-CH_3$, $-CH_2CH_3$, $-OCH_3$, or $-CF_3$.

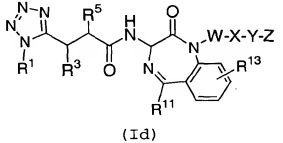
6. A compound according to one of Claims 1-5 of Formula (Ic):



(Ic)

or a pharmaceutically acceptable salt or prodrug thereof.

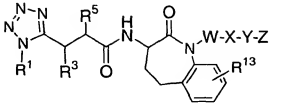
7. A compound according to one of Claims 1-5 of Formula (Id):



(Id)

or a pharmaceutically acceptable salt or prodrug thereof.

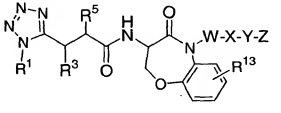
8. A compound according to one of Claims 1-5 of Formula (Ie):



(Ie)

or a pharmaceutically acceptable salt or prodrug thereof.

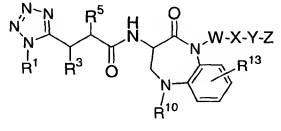
9. A compound according to one of Claims 1-5 of Formula (If):



(If)

or a pharmaceutically acceptable salt or prodrug thereof.

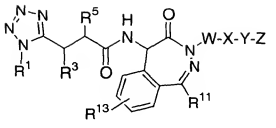
10. A compound according to one of Claims 1-5 of Formula (Ig):



(Ig)

or a pharmaceutically acceptable salt or prodrug thereof.

11. A compound according to one of Claims 1-5 of Formula (Ih):



(Ih)

or a pharmaceutically acceptable salt or prodrug thereof.

12. A compound according to Claim 1 selected from:

4-Methyl-2-(1-propyl-1H-tetrazol-5-ylmethyl)-pentanoic acid [1-methyl-2-oxo-5-(4-trifluoromethyl-phenyl)-2,3-dihydro-1H-benzo[e][1,4]diazepin-3-yl]-amide;

4-Methyl-2-[1-(1-propyl-1H-tetrazol-5-yl)-ethyl]-pentanoic acid (5-methyl-6-oxo-6,7-dihydro-5H-dibenzo[b,d]azepin-7-yl)-amide;

4-Methyl-2-[1-(1-propyl-1*H*-tetrazol-5-yl)-ethyl]-pentanoic acid [1-methyl-2-oxo-5-(4-trifluoromethyl-phenyl)-2,3-dihydro-1*H*-benzo[e][1,4]diazepin-3-yl]-amide;

4-Methyl-2-(1-propyl-1H-tetrazol-5-ylmethyl)-pentanoic acid (1,5-bis-cyclopropylmethyl-2-oxo-2,3,4,5-tetrahydro-1H-benzo[b][1,5]diazepin-3-yl)-amide;

4-Methyl-2-(1-propyl-1H-tetrazol-5-ylmethyl)-pentanoic acid (1-cyclopropylmethyl-2-oxo-2,3,4,5-tetrahydro-1H-benzo[b][1,5]diazepin-3-yl)-amide;

4-Methyl-2-(1-propyl-1H-tetrazol-5-ylmethyl)-pentanoic acid (1-cyclopropylmethyl-5-methyl-2-oxo-2,3,4,5-tetrahydro-1H-benzo[b][1,5]diazepin-3-yl)-amide;

4-Methyl-2-[1-(1-propyl-1H-tetrazol-5-yl)-ethyl]-pentanoic acid (1,5-bis-cyclopropylmethyl-2-oxo-2,3,4,5-tetrahydro-1H-benzo[b][1,4]diazepin-3-yl)-amide;

2-[Amino-(1-propyl-1*H*-tetrazol-5-yl)-methyl]-4-methyl-pentanoic acid [1-methyl-2-oxo-5-(4-trifluoromethyl-phenyl)-2,3-dihydro-1*H*-benzo[*e*][1,4]diazepin-3-yl]-amide;

2-Isobutyl-3-(1-methyl-1*H*-tetrazol-5-yl)-hex-5-enoic acid (5-cyclopropylmethyl-1-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-benzo[*b*][1,4]diazepin-3-yl)-amide;

2-Isobutyl-4-methyl-3-(1-methyl-1*H*-tetrazol-5-yl)-pentanoic acid (5-cyclopropylmethyl-1-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-benzo[*b*][1,4]diazepin-3-yl)-amide;

or a pharmaceutically acceptable salt or prodrug thereof.

13. A pharmaceutical composition comprising a compound according to Claim 1 and a pharmaceutically acceptable carrier.

14. A method for the treatment of neurological disorders associated with β-amyloid production comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 1.

15. A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 1.

16. A method for the treatment of Alzheimer's Disease associated with β-amyloid production comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 1.